

MAY 31 '06

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

May 31, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Of Trust Indenture And Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3, dated as of May 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, and Lease Supplement No. 3 being filed with the Board under Recordation Number 26164-A.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wilmington Trust Company, not in its individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Owner Trustee: Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Trustee
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

79 locomotives: NS 5501 - NS 5580 (except NS 5531).

A short summary of the document to appear in the index is:

Memorandum Of Trust Indenture And Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT NO. 2 AND
TRUST INDENTURE SUPPLEMENT NO. 3
(Surface Transportation Board)**

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT, TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT NO. 2 AND TRUST INDENTURE SUPPLEMENT NO. 3 dated May 31, 2006 (this "Memorandum"), is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Owner Trustee has granted to Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedules 1, 2 & 3 attached hereto (the "Equipment"), other than Excepted Property, pursuant to the terms of that certain Trust Indenture and Security Agreement, that certain Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3, each dated May 31, 2006, between Indenture Trustee and Owner Trustee.

B. In addition, other than Excepted Property, Owner Trustee has granted to Indenture Trustee a security interest in that certain Equipment Lease Agreement (FURC Trust No. 2006-1), that certain Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3 relating to the Equipment, each dated May 31, 2006, between Owner Trustee, as Lessor, and First Union Rail Corporation, as Lessee.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not individually
but solely as Owner Trustee

By: [Signature]
Name: Jon Croasmun
Title: Assistant Vice President

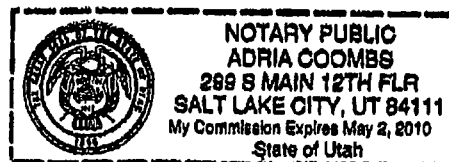
STATE OF Utah)
) ss:
COUNTY OF Salt Lake)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this ____ day of May, 2006 by Jon Croasmun, as Assistant Vice President of Wells Fargo Bank Northwest, National Association.

[Signature]
Notary Public

My commission expires: _____

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY, not
individually but solely as Indenture Trustee

By: [Signature]
Name: Christopher J. Monigle
Title: Assistant Vice President

STATE OF Delaware
COUNTY OF NEW CASTLE) ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of NEW CASTLE this 25 day of May, 2006 by Christopher J. Monigle, as Assistant Vice President of Wilmington Trust Company, not individually but solely as Indenture Trustee.

My commission expires: _____

[Notarial Seal]

Bethany J. Taylor
Notary Public
Bethany J. Taylor
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

SCHEDULE 1

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 1

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
A	2000 H.P., 4 axle, Locomotive	NS 5501 – NS 5503 NS 5504 – NS 5524	24	EMD

SCHEDULE 2

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 2

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
B	2000 H.P., 4 axle, Locomotive	NS 5525 – NS 5530 NS 5532 – NS 5556	31	EMD

SCHEDULE 3

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 3

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
C	2000 H.P., 4 axle, Locomotive	NS 5557 – NS5579 NS 5580	24	EMD

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: May 31, 2006

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord